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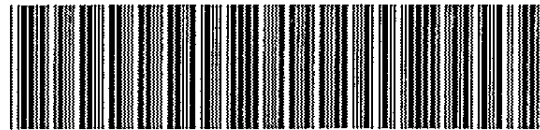
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V SHEPARD JAN 15 2003

Amend.

V SHEPARD JAN 15 2003

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January 6, 2003

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment

Dear Sir or Madam:

Please find enclosed for filing in the records of the Secretary of State of Florida an original and one copy of the Articles of Amendment of the Articles of Incorporation of TBE Holdings, Inc. After filing, please return one stamped filed copy of the Articles of Amendment to us at the address listed above. A check in the amount of \$35.00 is enclosed to cover the filing fee.

If you have any questions, please give us a call.

Sincerely,

A handwritten signature in black ink, appearing to read 'Martha Van Strander', with a stylized flourish at the end.

Martha Van Strander
Legal Assistant

/mv
Enclosures

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
TBE HOLDINGS, INC.

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TBE Holdings, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation, in accordance with the requirements of Sections 607.1006 and 607.1007, Florida Statutes, does hereby certify as follows:

The amendment to the existing Articles of Incorporation being effected hereby is that resulting from completely deleting Article IV of the Articles of Incorporation as of the date hereof, and substituting in its place new Article IV set forth below.

As amended below, the Articles of Incorporation have the effect of recapitalizing the Corporation.

These Articles of Amendment were approved by unanimous joint written consent of the sole Stockholder and the Board of Directors of the Corporation, adopted on the 10th day of December, 2002.

These Articles of Amendment shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and thereafter, Article IV of the Articles of Incorporation of this Corporation shall read as follows:

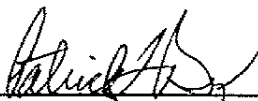
ARTICLE IV

The number of shares the corporation is authorized to issue is:
One million (1,000,000)

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment of the Articles of Incorporation to be executed by its duly authorized President.

DATED December 10, 2002

TBE Holdings, Inc.

By: 
Patrick L. Beyer, President